

26022-A
FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

DEC 13 '05 2-28 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036
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(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

December 6, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Commercial Security Agreement, dated as of November 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Secured Party:	Associated Bank Minnesota 7760 France Avenue South Bloomington, Minnesota 55325-5833
Debtor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062

Mr. Vernon A. Williams
December 6, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

32 covered hoppers: MRMX 130076 –MRMX 130107, inclusive.

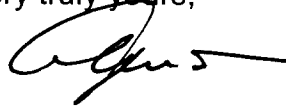
A short summary of the document to appear in the index is:

Memorandum of Commercial Security Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

REGISTRATION NO. 26022-A FILED

DEC 13 '05 2-25 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT

BETWEEN

**ASSOCIATED BANK, N.A.
("SECURED PARTY")**

AND

**MIDWEST RAILCAR CORPORATION
("DEBTOR")**

November 15, 2005

Memorandum of Commercial Security Agreement made and entered into as of November 15, 2005, by and between Associated Bank, N.A., a National Banking Association ("Lender"), and Midwest Railcar Corporation, an Illinois corporation ("Borrower").

W I T N E S S E T H:

To secure all obligations of the Borrower under a certain Commercial Security Agreement dated as of November 15, 2005 (the "Loan Agreement"), and that certain Promissory Note dated November 15, 2005, Borrower hereby assigns to Lender all of Borrower's rights, title and interest in, the railcars set forth and described on the Schedule of Railcars attached hereto (the railcars on the aforementioned Schedule of Railcars shall hereinafter be called the "Railcars"), as such Schedule of Railcars may be amended from time to time, and grants to Lender a first priority security interest in: (i) the Railcars; (ii) Borrower's interest in accessions, accessories, equipment, appurtenances and replacement and added parts appertaining or attached to any of the Railcars owned or hereinafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any of the Railcars, together with all the rents, issues, income, profits, proceeds and avails therefrom and the proceeds thereof; (iii) all proceeds and all present and future evidences of rights to payment, (including, without limitation, insurance and indemnity payments) due or to become due to Borrower on account of the lease, sale, loss or other disposition of the Railcars; (iv) that certain Schedule #1 dated May 31, 2005, which incorporates by reference that Master Railcar Lease Agreement dated effective May 31, 2005 by and between Borrower (as "Leasor") and US Silica Company (as "Leasee"), and any additional Equipment Riders and schedules thereto (together, the "Lease") and all bills of sales or other similar documents, agreements and instruments relating to the Railcars, and all other leases, chattel paper, agreements, accounts, bank or deposit accounts and instruments relating to the Railcars, whether now existing or hereafter arising (collectively, the "Documentary Security" or "Security Documentation"), together with all of Borrower's estate, right, title, interest, claims and demands in, to and under such documents, agreements and instruments including all extensions of any of the terms thereof, together with all rights, powers, privileges, options, and other benefits of Borrower including without limitation the right to receive notices, give consents, exercise any election or option, declare defaults and demand payments thereunder, and (v) all rent, damages and other moneys from time to time payable to or receivable by Borrower under the Documentary Security (the Railcars, Documentary Security, proceeds, rights, claims and causes of action described in items (i) through (v) above being herein sometimes collectively called the "Collateral"), to have and to hold all and every part of the Collateral unto Lender, and its successors and assigns, for its and their own use and benefit forever.

This Memorandum of Commercial Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Memorandum of Commercial Security Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

ASSOCIATED BANK, N.A., as Lender

By: David O'Neil

Title: Assistant Vice President

Date: 11/28/05

MIDWEST RAILCAR CORPORATION
as Borrower

By: William King

Title: President & CEO

Date: 11-23-05

STATE OF Minnesota)
COUNTY OF HENNEPIN) ss.

On this 28 day of November, 2005, before me personally appeared Daniel McCarvel, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of Associated Bank, N.A., that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.



Barbara Mohs
NOTARY PUBLIC

My commission expires: 1/31/2010

STATE OF Minnesota)
COUNTY OF Anoka) ss.



On this 23 day of Nov, 2005, before me personally appeared Richard Murphy, to me personally known, who being by me duly sworn, says that he is the President of Midwest Railcar Corporation, an Illinois corporation that the foregoing instrument was signed on behalf of Midwest Railcar Corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

ER
NOTARY PUBLIC

My commission expires: 1-31-06

SCHEDULE OF RAILCARS

Thirty two (32), 2700-3000 c. f., 100-ton covered hopper railcars. Car Numbers MRMX 130076-MRMX130107, inclusive.